

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

San Francisco  
595 Market Street  
San Francisco, CA 94105  
(415) 541-0500

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

July 11, 2006

RECORDATION NO. 16095-C FILED

JUL 11 '06

11-45 AM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company  
Purchase of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Termination of Assignment of Lease and Agreement, dated as of June 29, 2006, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") and Wachovia Bank, National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee (the "Indenture Trustee").

The enclosed document relates to the Assignment of Lease and Agreement dated as of November 1, 1988 between Owner Trustee and Indenture Trustee, a copy of which was recorded on December 19, 1988 at 4:40 P.M. under recordation number 16095-C.

The names and addresses of the party to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association  
One Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attn: Corporate Trust Services

Indenture Trustee: Wachovia Bank, National Association  
One Rodney Square  
920 King Street, Suite 102  
Wilmington, Delaware 19801

The equipment covered as of the date hereof by the aforesaid Partial Termination of Assignment of Lease and Agreement consists of 9 EMD Model GP39-2 Diesel Electric Locomotives bearing the reporting marks within the series BNSF 2740 through BNSF 2807, 4

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EMD Model GP32-2 Diesel Electric Locomotive bearing the reporting marks within the series BNSF 2808 through BNSF 2880 and 1 EMD Model GP40-2 Diesel Electric Locomotive bearing the reporting mark BNSF 3006; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Assignment of Lease and Agreement, dated as of June 29, 2006, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee and Wachovia Bank, National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY

Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A****UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ORIGINAL ROAD NUMBERS</b>	<b>CURRENT ROAD NUMBER</b>
EMD Model GP39-2 Diesel Electric Locomotive	9	BN 2750	BNSF 2740
		BN 2751	BNSF 2741
		BN 2752	BNSF 2742
		BN 2753	BNSF 2743
		BN 2754	BNSF 2744
		BN 2756	BNSF 2746
		BN 2805	BNSF 2805
		BN 2806	BNSF 2806
		BN 2807	BNSF 2807
EMD Model GP32-2 Diesel Electric Locomotive	4	BN 2808	BNSF 2808
		BN 2809	BNSF 2809
		BN 2879	BNSF 2879
		BN 2880	BNSF 2880
EMD Model GP40-2 Diesel Electric Locomotive	1	BN 3507	BNSF 3006

JUL 11 '06

11-45 AM

## SURFACE TRANSPORTATION BOARD

## PARTIAL TERMINATION OF ASSIGNMENT OF LEASE AND AGREEMENT

THIS PARTIAL TERMINATION OF ASSIGNMENT OF LEASE AND AGREEMENT is made and entered into as of June 29, 2006 by and between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wachovia Bank, National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee (the "*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Assignment of Lease and Agreement dated as of November 1, 1988 (as amended, modified or supplemented, the "*Lease Assignment*") by which the Owner Trustee has assigned the its interest in the Lease of Railroad Equipment dated as of November 1, 1988 (as amended, modified or supplemented, the "*Lease*") between the Owner Trustee, as lessor and BNSF Railway Company (formerly known as Burlington Northern Railroad Corporation), as lessee. A copy of the Lease Assignment was duly recorded with the Interstate Commerce Commission on December 19, 1988 at 4:40 P.M. under Recordation Number 16095-C.

2. The Lease Assignment is terminated effective as of the date hereof with respect to the locomotives set forth on Exhibit A attached hereto.

3. This Partial Termination of Assignment of Lease and Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease Assignment or the Lease which expressly survive this partial termination.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to The Connecticut  
Bank and Trust Company, National  
Association), not in its individual capacity,  
but solely as Owner Trustee

By   
Name: ALISON D.B. NADEAU  
Title: VICE PRESIDENT

Executed on this 29<sup>th</sup> day of June, 2006.

WACHOVIA BANK, NATIONAL ASSOCIATION  
(successor-in-interest to Meridian Trust  
Company)

By  
Name:  
Title:

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to The Connecticut  
Bank and Trust Company, National  
Association); not in its individual capacity,  
but solely as Owner Trustee, as Lessor

By   
Name: ALISON D.B. NADEAU  
Title: VICE PRESIDENT

Executed on this \_\_\_ day of \_\_\_\_\_, 2006.

WACHOVIA BANK, NATIONAL ASSOCIATION  
(successor-in-interest to Meridian Trust  
Company)

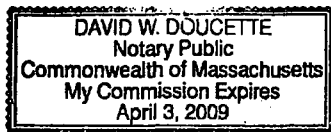
By   
Name: RITA M. RITROVATO  
Title: TRUST OFFICER

Executed on this 6th day of July, 2006.

STATE OF Massachusetts )  
 )  
 ) SS.:  
COUNTY OF Suffolk )

On this, the 29 day of June, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Maden, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on June 29, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of \_\_\_\_\_, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WACHOVIA BANK, NATIONAL ASSOCIATION, that said instrument was signed on \_\_\_\_\_, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

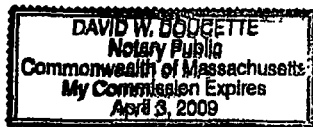
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

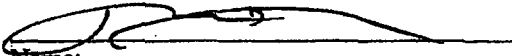
\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF MASSACHUSETTS )  
 ) SS.:  
COUNTY OF SUFFOLK )

On this, the 29 day of JUNE, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on JUNE 29, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

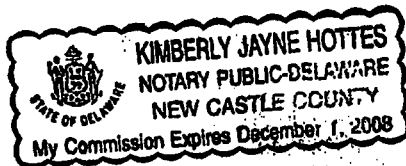



  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 4 day of JULY, 2006, before me, a Notary Public in and for said County and State, personally appeared Rita Marie Rymaszewski who being by me duly sworn, says that (s)he is the Trust Officer of WACHOVIA BANK, NATIONAL ASSOCIATION, that said instrument was signed on JULY 4, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 12/1/2008  
Residing in \_\_\_\_\_



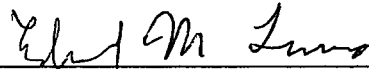
**EXHIBIT A****UNITS**

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		BN 2809	BNSF 2809
		BN 2879	BNSF 2879
		BN 2880	BNSF 2880
EMD Model GP40-2 Diesel Electric Locomotive	1	BN 3507	BNSF 3006

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: July 11, 2006



\_\_\_\_\_  
Edward M. Luria